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U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
CLEVELAND

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:) CASE NO. 04-10686
)
PS EXECUTIVE CENTERS, INC.,) JUDGE HARRIS
)
Debtor.) CHAPTER 11

ORDER (A) APPROVING DEBTOR'S AMENDED DISCLOSURE STATEMENT, (B) AUTHORIZING THE DEBTOR TO SOLICIT ACCEPTANCES OF ITS AMENDED PLAN OF REORGANIZATION, (C) FIXING TIME FOR OBJECTING TO, AND SUBMITTING ACCEPTANCES OF, DEBTOR'S AMENDED PLAN OF REORGANIZATION, (D) FIXING DATE FOR HEARING ON DEBTOR'S AMENDED PLAN OF REORGANIZATION COMBINED WITH NOTICE THEREOF

This matter came before the Court on September 27, 2005, for a hearing (the "Disclosure Hearing") to approve the *Disclosure Statement in Support of the Plan of Reorganization Proposed by PS Executive Centers, Inc.* (the "Disclosure Statement"), filed on September 1, 2005 by PS Executive Centers, Inc. (the "Debtor"), debtor and debtor-in-possession herein, as amended by the *Amended Disclosure Statement in Support of the Plan of Reorganization Proposed by PS Executive Centers, Inc.* (the "Amended Disclosure Statement"), filed on October 28, 2005 respecting the *Plan of Reorganization Proposed by PS Executive Centers, Inc.* (the "Plan"), filed on September 1, 2005, as amended by the *Amended Plan of Reorganization Proposed by PS Executive Centers, Inc.* (the "Amended Plan"), filed on October 28, 2005. (Capitalized terms used but not defined herein shall have the same meanings given to them in the Amended Plan.)

Notice of the Disclosure Hearing was adequate and appropriate under the circumstances. No objections were filed to the Disclosure Statement within the time fixed by the

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Court for doing so, and none were interposed at the Disclosure Hearing. At the Disclosure Hearing, the Court heard the arguments of counsel for the Debtor concerning the adequacy of the Amended Disclosure Statement.

And the Court, having reviewed the Amended Disclosure Statement and otherwise being duly advised, finds that it contains adequate information within the meaning of 11 U.S.C. § 1125, and that it may and should be approved. It is therefore

ORDERED, and NOTICE IS HEREBY GIVEN, that:

1. This Court has jurisdiction over this proceeding and the subject matter pursuant to 28 U.S.C. §§ 1334 and 157(a). This is a “core” proceeding pursuant to 28 U.S.C. §§ 157(b)(A), (b)(L), and (b)(O).
2. The Amended Disclosure Statement filed by the Debtor is hereby APPROVED as containing adequate information within the meaning of 11 U.S.C. §1125.
3. The Debtor is authorized and directed to transmit by mail on or before **November 4, 2005** (the “Service Date”), in substantially the same form approved hereby, (a) a copy of the Amended Disclosure Statement with exhibit(s) thereto, (b) the Amended Plan, (c) this Order, and (d) a ballot (“Ballot”) conforming to Official Form 14, to all creditors whose claims have not been disallowed by order of this Court and whose claims are in Classes 1, 2, 3 of the Plan. **The Debtor is authorized and directed to transmit by mail (on or before the Service Date) this Order, only, to any creditors whose claims have been disallowed by order of this Court and whose disallowed claims otherwise would be in Classes 1, 2, or 3 of the Amended Plan.**
4. **December 1, 2005 (the “Last Day to Vote”), is fixed as the last day for submitting written acceptances or rejections of the Amended Plan.**
5. In order to be counted as an acceptance or rejection of the Amended Plan, such acceptance or rejection must be made on the Ballot provided; and,
 - (i) the Ballot must set forth the creditor’s name and address,
 - (ii) the Ballot must be signed by such creditor or his/her/its authorized agent,
 - (iii) the Ballot must set forth the Class in which such creditor purports to hold

an Allowed Claim,

(iv) the Ballot must set forth the amount of the indebtedness that such creditor asserts against the Debtor, in the amount set forth in such creditor's proof of claim or, if no such proof of claim was filed prior to *June 28, 2004* (the "Claims Bar Date"), in the amount set forth in the Debtor's "Schedules of Assets and Liabilities" in its Chapter 11 case (the "Schedules"), and,

(v) **the Ballot must be returned to and received by counsel for the Debtor, Buckley King, 1400 Fifth Third Center Center, 600 Superior Avenue E., Cleveland, Ohio 44114, Attention: Harry W. Greenfield, before 4:00 p.m. (Cleveland time) on the Last Day to Vote.**

(vi) Written acceptances or rejections that do not satisfy the requirements of this paragraph 6 shall not be counted as votes for or against the Amended Plan, except that (x) Ballots received that do not reflect the amount or reflect an incorrect amount of such creditor's Claim shall be completed or corrected, as the case may be, as to any Claim that is not "disputed" (as defined below), based upon the Schedules filed by the Debtor (if no proof of claim has been filed by such creditor), or based upon a timely filed proof of claim of such creditor, and then counted as a vote to accept or reject the Amended Plan and (y) Ballots received that do not reflect in which Class such Ballot is cast or that incorrectly classify such creditor's Claim, but that are otherwise properly completed, shall be completed or corrected, as the case may be, and counted as a vote to accept or reject the Amended Plan in the appropriate Class or Classes. (For the purposes of this Order, a Claim is "disputed" if (i) the Debtor heretofore has filed or hereafter files an objection to such Claim, or (ii) such Claim is or becomes the subject of a pending adversary proceeding.)

6. Pursuant to Local Rule 3018-2, prior to or at the hearing on confirmation of the Amended Plan (which is scheduled below), the Debtor shall certify to the Court the amount and number of Allowed Claims of each Class accepting or rejecting the Amended Plan. A copy of that certification shall be served on the United States Trustee, any creditors or other parties in interest who have appeared and requested notice pursuant to Fed. R. Bankr. P. 2002 and any party who objects to the Amended Plan (as set forth below). Pursuant to Local Rule 3018-2, based upon that certification, the Court may find the Amended Plan has been accepted or rejected.
7. ***December 1, 2005 is fixed as the last day for filing and serving, pursuant to Fed. R. Bankr. P. 3020(b)(1), written objections to confirmation of the Amended Plan. Each objection (a) shall be filed with the Clerk of the United States Bankruptcy Court for the Northern District of Ohio, Howard M.***

Metzenbaum Courthouse, 201 Superior Avenue, East, Cleveland, Ohio 44114, and (b) shall be served in a manner reasonably calculated to reach:

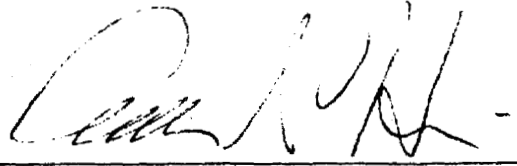
- (i) counsel for Debtor, Harry W. Greenfield, of Buckley King, 1400 Fifth Third Center, 600 Superior Avenue E., Cleveland, Ohio 44114; and
- (iii) the Office of the United States Trustee, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Avenue East, Suite 441, Cleveland, Ohio 44114-2301,

before 4:00 p.m. (Cleveland time) on the Last Day to Vote.

8. The Debtor's counsel and counsel for any party who timely files and serves an objection to confirmation of the Amended Plan shall confer in person or by telephone on *December 5, 2005 at 10:00 a.m.* in the offices of Buckley King, 1400 Fifth Third Center, 600 Superior Avenue East, Cleveland, Ohio 44114. The Debtor's response to any such written objections to confirmation shall be filed and served upon counsel for each objector and the United States Trustee not later than *December 5, 2005*, and any modified version of the Amended Plan that the Debtor may propose (in order to address or resolve any such objections or to make other modifications to the Amended Plan) shall be filed and served upon counsel for each objector and the United States Trustee not later than *December 5, 2005*.
9. On or before the Service Date, the Debtor shall provide, to each party to an unexpired lease with the Debtor a statement as to the amounts that must be paid by the Debtor to cure any deficiencies thereunder (the "Proposed Cure Amounts") prior to its assumption by the Debtor. Objections to the Proposed Cure Amount must be (i) filed with the Clerk of the United States Bankruptcy Court for the Northern District of Ohio, Howard M. Metzenbaum Courthouse, 201 Superior Avenue, East, Cleveland, Ohio 44114 and (ii) served upon Debtor's counsel, Harry W. Greenfield, Esquire, Buckley King, 1400 Fifth Third Center, 600 Superior Avenue East, Cleveland, Ohio 44114, **so as to be filed and received no later than 4:00 p.m. on the Last Day to Vote.** Failure by any party to timely file and serve objections to the Debtor's Proposed Cure Amounts will result in such party being forever bound by the Debtor's Proposed Cure Amounts. All unresolved objections to the Debtor's Proposed Cure Amounts shall be heard at the hearing on confirmation of the Debtor's Amended Plan.
10. The hearing to consider confirmation of the Amended Plan is scheduled for **December 6, 2005, at 10:00 a.m. in the United States Bankruptcy Court, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Avenue, East, Cleveland, Ohio 44114 (the "Confirmation Hearing").** The Confirmation

Hearing may be adjourned from time to time in open Court, without further notice other than as announced at the Confirmation Hearing.

NOV - 4 2005
Dated: October ____, 2005
Cleveland, Ohio



Arthur I. Harris
United States Bankruptcy Judge

Respectfully submitted,

/s/ Harry W. Greenfield
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